



27 May 2019

The Manager, Listing
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI - 400 001

The Manager, Listing
National Stock Exchange of India Ltd
Exchange Plaza, Plot No. C/1,
G-Block, Bandra-Kurla Complex,
MUMBAI – 400 051

Dear Sirs,

Sub: Outcome of Board Meeting held today

We wish to inform you that the Board of Directors of the Company, at their meeting held today at 2:00 pm (CET), which was closed at 7.00 pm (CET) at Paris, France, have considered and approved the following:

1. Financial Results

- a. Audited consolidated Financial Results of Mphasis Group for the quarter and financial year ended 31 March 2019 in the prescribed format;
- b. Audited Financial Results of Mphasis Limited for the quarter and financial year ended 31 March 2019 in the prescribed format;
- c. Statement of Consolidated Audited Financial Results of Mphasis Group for the quarter and financial year ended 31 March 2019, being the extract of the financial results in the prescribed format, as being published in the Newspapers; and
- d. Report of the Auditor's on the consolidated and standalone Financial Results;

We hereby declare that pursuant to SEBI circular bearing reference No. CIR/CFD/CMD/56/2016 dated 27 May 2016, that the Statutory Auditors B S R & Co. LLP, Chartered Accountants, have issued an Auditor's Report with unmodified opinion on the financial results for the quarter and year ended 31 March 2019.

2. Dividend, 28th Annual General Meeting and Book Closure

- a. Recommendation of dividend of Rs.27/- per equity share of Rs. 10/- each for the financial year ended 31 March 2019. The dividend, if declared, at the ensuing Annual General Meeting of the Company, will be paid within 30 days of the Annual General Meeting.
- b. Convening Twenty Eighth Annual General Meeting of the members of the Company at 10:30 am on Thursday, 25 July 2019, at Taj, 41/3, Mahatma Gandhi Road, Bengaluru – 560001, India.
- c. Closing the Register of Members and Share Transfer Books of the Company from Saturday, 13 July 2019 to Thursday, 25 July 2019 (both days Inclusive) in connection with Twenty Eighth Annual General Meeting and declaration of dividend for FY 2019.

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DocuSigned by:
Subramanian Narayan
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Contact Us:
T : +91 080 67501000
F : +91 080 66959943
E : investor.relations@mphasis.com

www.mphasis.com

Mphasis Limited
Registered Office:
Bagmane World Technology Centre,
Marathahalli Outer Ring Road, Doddanakundi Village,
Mahadevapura, Bangalore 560 048, India
CIN: L30007KA1992PLC025294



3. Reappointment of Mr. Davinder Singh Brar (DIN 00068502) as an Independent Director

Based on the recommendation of Nomination and Remuneration Committee, the Board, pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, has approved amendment to the existing letter of appointment of Mr. Davinder Singh Brar and re-appointed him as an independent Director of the Company for a further term of five years effective 1 October 2019, subject to approval of the members at the ensuing Annual General Meeting. Mr. Brar is completing his existing term on 30 September 2019 and is eligible to seek re-appointment as per the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. It is confirmed that Mr. Brar is not debarred from holding the office of director by virtue of any SEBI order or the order of any statutory authority.

The brief profile of Mr. Brar is enclosed and is also available on the website of the Company at www.mphasis.com. There is no relationship between Mr. Brar and other directors of the Company.

The aforesaid financial results, Report of the Auditors thereon together with the related press release are also enclosed.

Pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the aforesaid financial results together with the reports of the Auditors and the Press Release are being uploaded on the Stock Exchanges through <https://www.connect2nse.com/LISTING/> and <http://listing.bseindia.com/>. Further, the financial results are also being uploaded on the Company's website: www.mphasis.com.

We request you to kindly take the above on record as per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

Note: please note that the aforesaid board meeting is scheduled to be convened over today and tomorrow. Accordingly, the Board meeting closed today will be reconvened tomorrow to consider other items of business.

Thanking you,
For Mphasis Limited

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Subramanian Narayan
Vice President and Company Secretary

Encl: As above

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